

- 2) Finding that notice of the Settlement issued pursuant to and in accordance with the Preliminary Approval Order was adequate, reasonable, and in full compliance with Federal Rule of Civil Procedure 23.1, due process and all applicable law;
- 3) Certifying, for settlement purposes only, that the litigation is properly maintained as a shareholder derivative action on behalf of the Company; and
- 4) Dismissing the litigation with prejudice.

The proposed Order and Final Judgment is attached as Exhibit D to the Stipulation and Agreement of Compromise, Settlement and Release, which is being contemporaneously submitted to the Court as Exhibit A to the Declaration.

Dated: September 3, 2015

Respectfully submitted,

KAHN SWICK & FOTI, LLC

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Lead Counsel for Plaintiffs

CERTIFICATE OF SERVICE

I hereby certify that on September 3, 2015, I electronically filed: Notice of Plaintiffs' Motion for Final Approval of Settlement; Memorandum of Law in Support of the Motion for Final Approval of Settlement; Declaration of Melinda A. Nicholson in Support of the Motion for Final Approval of Settlement and Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Incentive Awards using the CM/ECF system, which then sent a notification of such filing (NEF) to all counsel of record.

/s/ Melinda A. Nicholson
Melinda A. Nicholson